THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianjin Binhai Teda Logistics (Group) Corporation Limited*, you should at once hand this circular to the purchaser or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee(s).

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天津濱海泰達物流集團股份有限公司 Tianjin Binhai Teda Logistics (Group) Corporation Limited^{*}

(a joint stock limited company incorporated in the People's Republic of China with limited liability) (Stock Code: 8348)

PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY, PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, PROPOSED RESIGNATION AND APPOINTMENT OF SUPERVISOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Monday 13 August 2012 at 9:30 a.m. is set out on pages 8 to 10 of this circular.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tbtl.com.cn). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 23 July 2012 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcement" page for seven days from the date of its publication and on the Company website at www.tbtl.com.cn.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities trade on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

"Announcement"	the announcement of the Company dated 26 June 2012, amongst others, in relation to (i) proposed amendments to the Articles; (ii) proposed appointment of independent non-executive Director; and (iii) proposed resignation and appointment of Supervisor;
"Articles"	the articles of the Company, as amended from time to time;
"Board"	the board of Directors;
"Company"	Tianjin Binhai Teda Logistics (Group) Corporation Limited* (天津濱海泰達物流集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability;
"Director(s)"	the director(s) of the Company;
"Domestic Share(s)"	ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as fully paid in RMB;
"EGM" or "Extraordinary General Meeting"	an extraordinary general meeting of the Company to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Znoe, Tianjin, the PRC on 13 August 2012 at 9:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the extraordinary general meeting which is set out on pages 8 to 10 of this circular, or any adjournment thereof;
"GEM"	the Growth Enterprise Market of the Stock Exchange;
"GEM Listing Rules"	the Rules Governing the Listing of Securities on the GEM;
"Group"	the Company and its subsidiaries;
"H Shares"	overseas listed foreign Shares of the Company with a nominal value of RMB1.00, which are listed on the GEM;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"PRC"	the People's Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region and Taiwan;

DEFINITIONS

"RMB"	Renminbi, the lawful currency of the PRC;
"Shareholders"	holders of the Shares;
"Shares"	the Domestic Shares and the H Shares of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Supervisor(s)"	the supervisor(s) of the Company; and
"Supervisory Board"	the board of Supervisors of the Company.

LETTER FROM THE BOARD



天津濱海泰達物流集團股份有限公司 Tianjin Binhai Teda Logistics (Group) Corporation Limited*

(a joint stock limited company incorporated in the People's Republic of China with limited liability) (Stock Code: 8348)

Executive Director: Mr. Zhang Jian

Non-executive Directors: Mr. Hu Jun Mr. Zhang Jun Mr. Wang Jincai Mr. Chen Fang

Independent non-executive Directors: Mr. Zhang Limin Mr. Liu Jingfu Mr. Luo Yongtai Registered office and principal place of business in the PRC: No. 39, Bohai Road Tianjin Economic and Technological Development Zone Tianjin the PRC

Principal place of business in Hong Kong:Unit B, 1st Floor, Neich Tower, 128 Gloucester Road,Wanchai, Hong Kong

Hong Kong share registrar and transfer office:
Computershare Hong Kong Investor Services Limited
46th Floor, Hopewell Centre,
183 Queen's Road East
Wan Chai
Hong Kong

29 June 2012

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENT TO THE ARTICLES OF THE COMPANY, PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, PROPOSED RESIGNATION AND APPOINTMENT OF SUPERVISOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with information regarding the special resolution to be proposed at the EGM to approve the amendment of the Articles; and the ordinary resolutions to be proposed at the EGM to approve the appointment of

* For identification purpose only

the independent non-executive Director, the proposed appointment of a Supervisor to the Supervisory Board, and to give you notice of the EGM and to seek your approval of these resolutions to be proposed thereat.

2. PROPOSED AMENDMENT TO THE ARTICLES

Subject to the approval of the Shareholders of the Company by special resolution at the EGM, the Board will amend the Articles regarding business scope. Details and information relating to the amendment of the Articles are set out hereunder.

In accordance with the relevant requirements in relation to the operations that require prior permits of the competent transportation authorities and the administration for industrial and commercial registration, the Company shall obtain prior permit for the operation of "transportation" business stated in the existing business scope. However, the Company has not commenced this business or obtained the relevant certificate, nor has it satisfied the conditions to apply for the said certificate. In order to ensure the compliance with the relevant requirements of annual inspection by the industry and commerce administration authority in terms of business scope, the Company proposes to delete "transportation" business. In order to expand business, the Company proposes to add "wholesale and retail of fuel oil" in its business scope; meanwhile, the Company proposes to amend "import and export" to "operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government)" with an aim to facilitate the development of the import and export business of the Company. The above resolutions will be submitted to the general meeting for consideration. Upon obtaining the approval from the general meeting, the Company will complete the relevant formalities in strict compliance with the requirements of the industry and commerce administration authority. Therefore, the Board proposes to amend the Articles regarding business scope by deleting the whole Section 17 (第十七條) and replacing it with the following text:

The scope of business of the Company is in pursuant to those approved by the registration authorities.

The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); warehousing and logistics, and storehouse and venue rental services; operation and management of commodity market, and operation of port equipment and hightech equipment; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal products, minerals (excluding iron ore, alumina and aluminum soil), chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, and chemical fertilizers; operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); re-export; inventory control management, logistics, consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations).

3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Subject to the approval of Shareholders of the Company at the EGM, the Board will appoint Professor Japhet Sebastian Law ("**Professor Law**") as an independent non-executive Director. Biographical details and information relating to Professor Law pursuant to Rule 17.50(2) of the GEM Listing Rules are set out hereunder.

Professor Law, aged 60, obtained his Doctorate degree of Philosophy in mechanical/industrial engineering from the University of Texas at Austin in 1976. He joined the Chinese University of Hong Kong in 1986 and is currently a Professor in the Department of Decision Sciences and Managerial Economics and the director of the Aviation Policy and Research Center. He was the Associate Dean and subsequently the Dean of the Faculty of Business Administration of the Chinese University of Hong Kong from 1993 until 2002. Prior to returning to Hong Kong, Professor Law was the director of Operations Research at the Cullen College of Engineering and director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. Professor Law has consulted with various corporations in Hong Kong and overseas. He is also active in public services, having served as a member of the Provisional Regional Council of The Government of the Hong Kong Special Administrative Region and various other committees, and is also active on the boards of profit, non-profit, and charitable organizations in Hong Kong and overseas.

Professor Law is currently an independent non-executive director of Beijing Capital International Airport Co., Ltd. (Stock Code: 00694), Tianjin Port Development Holdings Limited (Stock Code: 03382), Ever Fortune International Holdings Limited (Stock Code: 00875) and Regal Hotels International Holdings Limited (Stock Code: 00078), companies whose shares are listed on the main board of Stock Exchange and Global Digital Creations Holdings Limited (Stock Code: 08271) and Binhai Investment Company Limited (Stock Code: 08035), companies whose shares are listed on the GEM of the Stock Exchange. Professor Law was also an independent non-executive director of First China Financial Holdings Limited (Stock Code: 08123), a company whose shares are listed on the GEM of the Stock Exchange, from June 2005 to October 2008.

Save as disclosed herein, Professor Law (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three preceding years.

Subject to the approval of the resolution at the EGM, it is proposed that Professor Law enter into a service agreement with the Company, which starts from the date of the passing of the resolution at the EGM and ends at the conclusion date of the annual general meeting to be held by the Company in 2014. Pursuant to the terms of the proposed service agreement, Professor Law will received an emolument of RMB100,000 per annum which is determined with reference to his duties and responsibilities in the Company/the remuneration benchmark in the market for an independent non-executive directors of companies listed on the Stock Exchange.

LETTER FROM THE BOARD

There is no information relating to Professor Law that is requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of The Rules Governing the Listing of Securities on the GEM of the Stock Exchange nor is there any matter about him that needs to be brought to the attention of the Shareholders.

4. **RESIGNATION OF A SUPERVISOR**

Mr. Xing Jihai ("**Mr. Xing**"), the chairman and a member of the Supervisory Board, has tendered his resignation from the position as a supervisor of the Company. The resignation of Mr. Xing will take effect from the conclusion of the EGM. The Board was advised by Mr. Xing that his resignation was because he has reached the retirement age.

Mr. Xing has confirmed that he has no disagreement with the Board and the Supervisory Board and that there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange. The Board has confirmed that there is no other matter relating to Mr. Xing's resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. Xing for his valuable contribution to the Company during his tenure of office.

5. PROPOSED APPOINTMENT OF SUPERVISOR

The Company proposes to appoint Ms. Xu Jianxin ("Ms. Xu") as the supervisor of the Company with effect from the passing of the resolution approving the appointment thereof at the EGM.

Ms. Xu Jianxin, aged 47, was the solicitor of Tianjin Teda Law Firm, the legal advisor of Tianjin Teda Investment Holding Co., Ltd. and the deputy director and legal advisor of the office of Tianjin Teda Investment Holding Co., Ltd. She is currently serving as the head of the Legal Affairs and Internal Audit Department of Tianjin Teda Investment Holding Co., Ltd. and the secretary to the board of directors of Tianjin Teda Investment Holding Co., Ltd. She is concurrently holding the position of the chairman of the supervisory committee of Tianjin Jinbin Development Co. Ltd, the supervisor of Tianjin Seamless Steel Pipe (Group) Corporation Limited (天津無縫鋼管集團有限公司), the chairman of the supervisory committee of Sihuan Pharmaceutical Company Limited (四環 藥業股份有限公司), the supervisor of Tianjin Binhai Energy & Development Co., Ltd. (太津濱海能 源發展股份有限公司), the supervisor of Northern International Trust Co., Ltd. (北方國際信託股份 有限公司), the supervisor of Tianjin Teda International (Group) Holding Company Limited (天津市 泰達國際控股(集團)有限公司) and the director of Bohai Industrial Investment Fund Management Co., Ltd. She did not hold any position in other listed public companies during the last three preceding years.

Save as disclosed herein, Ms. Xu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold any other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three preceding years.

LETTER FROM THE BOARD

Subject to the approval of the resolution at the EGM and in accordance with the articles of association of the Company, it is proposed that the appointment of Ms. Xu will take effect from the conclusion of the EGM. The Company proposes to enter into a service agreement with Ms. Xu, which starts from the date of the passing of the resolution at the EGM and ends at the conclusion date of the annual general meeting to be held by the Company in 2014. Pursuant to the terms of the proposed service agreement, Ms. Xu will receive an emolument of RMB50,000 per annum which is determined with reference to her duties and responsibilities in the Company.

There is no information relating to Ms. Xu that is requires to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of The Rules Governing the Listing of Securities on the GEM of the Stock Exchange nor is there any matter about her that needs to be brought to the attention of the shareholders of the Company.

6. EGM

The notice of the EGM is set out on pages 8 to 10 of this circular. At the EGM, resolutions will be proposed to approve, inter alia, the amendment to the Articles, the appointment of the independent non-executive Director and the appointment of the Supervisor.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tbtl.com.cn). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the enclosed reply slip in accordance with the instructions printed thereon not later than 23 July 2012 and (ii) the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish.

According to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll.

7. **RECOMMENDATIONS**

Based on the information disclosed herein, the Directors believe that (i) the proposed amendment of the Articles; (ii) the proposed appointment of Professor Law as the independent non-executive Director; and (iii) the proposed appointment of Ms. Xu as the Supervisor are in the interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolutions as set out in the notice of the EGM.

> By Order of the Board 天津濱海泰達物流集團股份有限公司 Tianjin Binhai Teda Logistics (Group) Corporation Limited* Zhang Jian Chairman

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

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天津濱海泰達物流集團股份有限公司 Tianjin Binhai Teda Logistics (Group) Corporation Limited^{*}

(a joint stock limited company incorporated in the People's Republic of China with limited liability) (Stock Code: 8348)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "Meeting") of the Company will be held at the registered office of the Company at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People's Republic of China (the "PRC") on Monday, 13 August 2012 at 9:30 a.m. for the purpose of considering, and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

- 1. To consider and approve the appointment of Professor Japhet Sebastian Law as an independent non-executive director of the board of directors of the Company effective from the date of the passing of the resolution hereof be and is hereby approved until the conclusion date of the annual general meeting to be held by the Company in 2014 and to authorize the Board to enter into a service agreement with Professor Japhet Sebastian Law and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters;
- 2. To consider and approve the appointment of Ms. Xu Jianxin as the supervisor of the Company effective from the date of the passing of the resolution hereof be and is hereby approved until the conclusion date of the annual general meeting to be held by the Company in 2014 and to authorize the Board to enter into a service agreement with Ms. Xu Jianxin and subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters; and

SPECIAL RESOLUTION

3. To consider and approve the amendment to the Articles of the Company (the "Articles") in the following manner:

To delete the existing Article 17 of the Articles in its entirety and replace it by the following:

^{*} For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

"The scope of business of the Company is in pursuant to those approved by the registration authorities.

The scope of business of the Company includes: domestic freight forwarding; general warehousing services (excluding hazardous materials); warehousing and logistics, and storehouse and venue rental services; operation and management of commodity market, and operation of port equipment and high-tech equipment; international delivery agent for import and export of goods, international exhibits, private orders and goods in transit from sea, land and air, including cargo canvassing, shipping, booking, warehousing, transiting, LCL service, charges clearing, inspection application, international multimodal transport, and bulk cargo business; wholesale and retail of metals, building materials, new chemical materials, hardware, machinery and electrical equipment, aviation, aerospace and maritime transport equipment, auto parts, hardware, software and peripherals for computer, electronic products, instruments, general merchandise, coke and by-products, coal and coal products, minerals (excluding iron ore, alumina and aluminum soil), chemical raw materials and products, petroleum products (excluding crude oil and refined oil), fuel oil, textile raw materials, and chemical fertilizers; operation and agent for the import and export of various goods and technologies (except items restricted by the PRC government); re-export; inventory control management, logistics, consultation, technology services and related information consultation (businesses regarding commodities which are subject to quota license and special franchise administration shall be operated in compliance with applicable regulations)."

By Order of the Board 天津濱海泰達物流集團股份有限公司 Tianjin Binhai Teda Logistics (Group) Corporation Limited* Zhang Jian Chairman

Tianjin, the PRC 29 June 2012

Notes:

- (i) A member of the Company ("Member") entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any Share, only the person whose name appears first in the register of Members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share.
- (ii) To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in case of holders of Domestic Shares, to the Company's mailing address at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC, not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- * For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (iii) The register of Members in Hong Kong will be closed from 14 July 2012 to 13 August 2012, both days inclusive, during which period no transfer of H Shares of the Company will be effected. For the identification of Members eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 13 July 2012.
- (iv) Whether or not holders of H Shares of the Company intend to attend the Meeting, they are requested to complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 23 July 2012.
- (v) Whether or not holders of Domestic Shares of the Company intend to attend the Meeting, they are requested to complete the enclosed reply slip for the meeting and return it, by hand or by post, to the Company's mailing address at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on or before 23 July 2012.
- (vi) Detailed resume of the nominated independent non-executive Director and the Supervisor are set out in the circular to be despatched to the Shareholders.

As at the date of this notice, the executive Director is Mr. Zhang Jian; the non-executive Directors are Mr. Hu Jun, Mr. Zhang Jun, Mr. Wang Jincai and Mr. Chen Fang; and the independent non-executive Directors are Mr. Zhang Limin, Mr. Luo Yongtai and Mr. Liu Jingfu.

This notice, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the GEM website at http://www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This notice will also be posted on the Company's website at www.tbtl.com.cn.